

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

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ERIC FORSYTHE, et al.,	:	
	:	
Plaintiff,	:	No. 04-10584-GAO
v.	:	
	:	
SUN LIFE FINANCIAL, INC., ET AL.,	:	
	:	
Defendants.	:	
	:	
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**PROPOSED INTERVENORS' MOTION TO INTERVENE**

Phillip H. Albert, Dennis Branen (as custodian for Dennis and Courtney Branen), John Corona (as trustee of the Corona 1999 Trust), Jacob Elephant, Gary S. Graifman (as beneficiary of MFS Heritage Trust Co. Trustee IRA R/O Gary S. Graifman), Julius Graifman, Lisa and David Greathouse, Pamela Guinther (formerly Pamela Detrich), Paulette Hoggatt (as Trustee for the Josephine S. Serio Trust), Peter Karegeannes, Jr., David P. Miller, Roma Rae Montoya, George F. Owens, James Pingitore, Frank Rich, Hugh Sharkey, Terry A. Swihart, Jack A. Thayer, Anne M. Woehler, and Yong P. Woo (collectively, "Proposed Intervenor") respectfully move the Court to allow Proposed Intervenor to intervene pursuant to Fed. R. Civ. P. 24 and join as plaintiffs in the above-captioned action (this "Action"). As grounds for this Motion, the Intervenor state as follows:

This Motion is being filed in a timely fashion and will not result in any prejudice to Defendants or any other party to this Action. The sole relief sought by this motion is the ministerial task of adding Proposed Intervenor as plaintiffs to this Action so that they can pursue claims on behalf of certain mutual funds in the Massachusetts Financial Services Fund Complex (the "MFS Funds") pursuant to section 36(b) of the Investment Company Act of 1940

(“ICA”), 15 U.S.C. § 80a-35(b) (“§ 36(b)”). Proposed Intervenorors are all former members of the putative class of MFS investors, whose rights as shareholders in the MFS Funds, pursuant to the § 36(b) cause of action alleged in the Consolidated Amended Complaint filed on March 3, 2005 (the “CAC”), were extinguished by the Court’s January 19, 2006 Memorandum and Order (the January 2006 Order”), which granted in part and denied in part defendants’ motion to dismiss the CAC. Proposed Intervenorors now seek relief on behalf of those MFS Funds, whose shares Proposed Intervenorors have continuously held since at least March 25, 2004 (the “Intervenorors’ Funds”). The Intervenorors’ Funds are identified in Exhibit A of the Affidavit of Richard A. Acocelli in Support of Proposed Intervenorors’ Motion To Intervene (“Acocelli Affidavit”) filed herewith. No new claims or defendants will be added, nor will the scheduling of the case be disrupted.

As further grounds for this Motion, Proposed Intervenorors rely on the accompanying Memorandum of Law in Support of Proposed Intervenorors’ Motion to Intervene and the Acocelli Affidavit. A Proposed Order is attached hereto for the convenience of the Court.

Dated: May 3, 2006

Respectfully submitted,

**MOULTON & GANS, P.C.**

By: /s/ Nancy Freeman Gans  
Nancy Freeman Gans (BBO #184540)  
55 Cleveland Road  
Wellesley, Massachusetts 02481  
(781) 235-2246

**Liaison Counsel For Plaintiffs**

**WEISS & LURIE**

Joseph H. Weiss  
Richard Acocelli  
551 Fifth Avenue, Suite 1600  
New York, New York 10176  
(212) 682-3025

**MILBERG WEISS BERSHAD  
& SCHULMAN LLP**

Jerome M. Congress  
Janine L. Pollack  
Kim E. Miller  
One Pennsylvania Plaza  
New York, New York 10119-0165  
(212) 594-5300

**STULL, STULL & BRODY**

Jules Brody  
Aaron Brody  
6 East 45<sup>th</sup> Street  
New York, New York 10017  
(212) 687-7230

**LAW OFFICES OF CHARLES J.  
PIVEN, P.A.**

Charles J. Piven  
Marshall N. Perkins  
The World Trade Center – Baltimore  
Suite 2525  
401 East Pratt Street  
Baltimore, Maryland 21202  
(410) 332-0030

**SCHIFFRIN & BARROWAY, LLP**

Marc A. Topaz  
Richard A. Maniskas  
280 King of Prussia Road  
Radnor, Pennsylvania 19087  
(610) 667-7706

**GILMAN AND PASTOR LLP**

David Pastor (BBO #391000)  
Stonehill Corporate Center  
999 Broadway, Suite 500  
Saugus, Massachusetts 01906  
(781) 231-7850

**Counsel For Plaintiffs**

**LOCAL RULE 7.1 CERTIFICATE**

I, Nancy Freeman Gans, hereby certify that counsel for Plaintiffs and Proposed Intervenor contacted defense counsel at WilmerHale by voice mail, e-mail and/or telephone regarding Proposed Intervenor's Motion to Intervene throughout April of 2006 regarding the above Motion. Specifically, on April 11 and 20, 2006 Janine L. Pollack, Milberg Weiss Bershad & Schulman, LLP, Richard A. Acocelli, Weiss & Lurie, and I, counsel for Plaintiffs and Proposed Intervenor, spoke by telephone with members of Defendants' counsel at WilmerHale, who were respectively authorized to speak for all Defendants on each occasion. At Defendants' request, on April 20, 2006, Julia J. Sun, Esquire, of Weiss & Lurie, counsel for Plaintiffs and Proposed Intervenor, emailed a draft copy of the Memorandum in Support of Proposed Intervenor's Motion to Intervene, which is substantially similar to the one being filed today, to Jonathan Shapiro, Esquire and Amanda Massalem, Esquire, both of WilmerHale. Finally, on April 28, 2006, Ms. Massalem telephoned Ms. Pollack, and stated that the Defendants declined to consent to this Motion.

/s/ Nancy Freeman Gans

Nancy Freeman Gans

**CERTIFICATE OF SERVICE**

I, Julia J. Sun, hereby certify that a true copy of the above document was served upon the attorney of record for each party on May 3, 2006.

/s/ Julia J. Sun

Julia J. Sun